



## Contract

**Commodity and Service:** Sale and Implementation of  
Integrated Benefits  
Administration System  
(BAS)

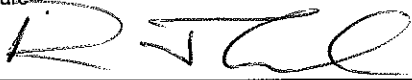
**Contract No./Request for Bid/Proposal No:** ETC0003  
Contract Amendment #1 dated July 21, 2016

**Contract Period:** March 3, 2014 through June 30, 2022 with the option of two (2), three (3) year renewals.

1. This contract is entered into by the State of Wisconsin, Department of Employee Trust Funds (ETF) hereinafter referred to as the "Department", and Vitech System Group, Inc. hereinafter referred to as the "Contractor", whose address and principal officer appears on page 2. The Department is the sole point of contact for this contract.
2. Whereby the Department of Employee Trust Funds agrees to direct the purchase and the Contractor agrees to supply the contract requirements cited above in accordance with the State of Wisconsin standard terms and conditions and in accordance with the Contractor's August 27, 2013 proposal hereby made a part of this contract.
3. In connection with the performance of work under this contract, the Contractor agrees not to discriminate against any employees or applicant for employment because of age, race, religion, color, handicap, sex, physical condition, developmental disability as defined in s.51.01(5), Wis. Stats., sexual orientation as defined in s.111.32(13m), Wis. Stats., or national origin. This provision shall include, but not be limited to, the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Except with respect to sexual orientation, the contractor further agrees to take affirmative action to ensure equal employment opportunities. The Contractor agrees to post in conspicuous places, available for employees and applicants for employment, notices to be provided by the contracting officer setting forth the provisions of the nondiscrimination clause.
4. Contracts estimated to be over fifty thousand dollars (\$50,000) require the submission of a written affirmative action plan. Contractors with an annual work force of less than fifty (50) employees are exempted from this requirement. Within fifteen (15) business days after the award of the contract, the plan shall be submitted for approval to the Department. Technical assistance regarding this clause is provided by the Purchasing Agent, Department of Employee Trust Funds, P.O. Box 7931, Madison, WI 53707-7931, 608.266.8989, or via e-mail at [ETFPurchasement@etf.wi.gov](mailto:ETFPurchasement@etf.wi.gov).
5. For purposes of administering this Contract, the Order of Precedence is:
  - A). The Contract with Vitech System Group, Inc.;
  - B). This Contract Amendment #1, dated July 21, 2016, consists of the attached Change Order and a revised Attachment B of the Agreement agreed to by the parties to this Contract;
  - C). This Contract Amendment #1, dated July 21, 2016, also extends the Contract Period (noted at the top of the Contract) and Term of the Contract (noted in Section 22.1 of the Agreement) to June 30, 2022, to recognize the additional year being added to the Contract pursuant to the Change Order. Furthermore, the monthly operations payments set forth in Attachment B to the Agreement shall cease on the date specified in Attachment B; and,
  - D). The Agreement with Vitech System Group, Inc.

**Contract Number & Service:** ETC0003 Sale and Implementation of Integrated Benefits Administration System (BAS)

Contract Amendment #1 dated July 21, 2016

<b>State of Wisconsin</b>
<b>Department of Employee Trust Funds</b>
By (Name) <b>Robert J. Conlin</b>
Signature 
Title <b>Secretary</b> Department of Employee Trust Funds
Phone  608.266.0301
Date (MM/DD/YYYY) 08/03/2016

<b>Contractor to Complete</b>
Vitech Systems Group, Inc. Legal Company Name
Trade Name 13-3785492
Taxpayer Identification Number 441 Park Avenue South, New York, NY 10016
Company Address (City, State, Zip)
James E. Vitello By (Name)
Signature Executive Vice President
Title (212) 868-0900
Phone 07/28/2016
Date (MM/DD/YYYY)



**STATE OF WISCONSIN**  
**Department of Employee Trust Funds**  
**Robert J. Conlin**  
 SECRETARY

801 W Badger Road  
 PO Box 7931  
 Madison WI 53707-7931  
  
 1-877-533-5020 (toll free)  
 Fax 608-267-4549  
 etf.wi.gov

The scope of this document is only for the extension of the 2<sup>nd</sup> Functional Rollout into Production ("Rollout 2" or "R2") go-live date and the interim deliverables leading up to R2 go-live date.

In connection with such extension, payment milestones have been established for the following deliverables:

1. NEW\* Updated Detailed R2 Project Plan
2. NEW\* Validation 4 Complete (Phase 4b)
3. NEW\* Validation 5 Complete (Phase 4b)
4. NEW\* Release 1.5 into Production
5. NEW\* Employer Sandbox ready for Testing with Employers – 3 phase deliverable
  - o A.1 – Payroll file 12/31/16
  - o A.2 – Employment file 2/6/17
  - o A.3 – Group Insurance file 5/1/17
  - o Employer Sandbox ready for Testing with Employers Incentive Payments
6. 2nd Functional Rollout into Production (Phase 4b)

### **Rollout 2 Payment Schedule**

	<b>R2 Deliverables</b>	<b>R2 CO Amount</b>	<b>Early Holdback Release*</b>	<b>15% Holdback</b>	<b>Potential Invoice Total</b>	<b>Est. Invoice Dates</b>	<b>Est. Payment Dates</b>
1	Updated Detailed Project Plan	\$ 500,000		\$ 75,000	\$ 425,000	6/30/16	7/29/16
2	Validation 4 Complete	\$ 650,000		\$ 97,500	\$ 552,500	6/30/16	7/29/16
3	Validation 5 Complete	\$ 650,000		\$ 97,500	\$ 552,500	9/30/16	10/29/16
4	Release 1.5 into Production	\$ 750,000		\$ 112,500	\$ 637,500	8/31/16	9/30/16
5 A.1	Employer Sandbox	\$ 900,000	\$ 500,000*	\$ 135,000	\$1,265,000	12/31/16	1/30/17
5 A.2	Employer Sandbox	\$ 250,000	\$ 0	\$ 37,500	\$212,500	2/6/17	3/3/17
5 A.3	Employer Sandbox	\$ 250,000	\$ 250,000*	\$ 37,500	\$462,500	5/1/17	5/31/17
6	R2 Production	\$ 1,000,000		\$ 150,000	\$ 850,000	12/31/17	3/31/18
7	Holdback Payment				\$ 742,500	6/30/19	7/30/19
	<b>Grand Totals:</b>	<b>\$ 4,950,000</b>	<b>\$750,000</b>	<b>\$ 742,500</b>	<b>\$5,700,000</b>		

\*Payable based on meeting incentive criteria as noted below.

## **Payment Milestone Criteria for Rollout 2 Deliverables**

This section provides details on the applicable criteria associated with each numbered deliverable in the payment schedule above for invoicing and payments.

### **1. Updated Detailed Project Plan**

With the completion of the following criteria, an invoice with net 30 days payment terms can be submitted for payment.

- Full Microsoft Project plan
- Must be updated with tasks in progress
- Must include an update to the Requirements Traceability Matrix (RTM), reflecting movement of requirements across tracks (from R3 to R2) as well as tracking on all open or deferred items as of the date of this deliverable
- Must be reviewed and all input addressed by ETF PMO and LRWL QA

### **2. Validation 4 Complete (Phase 4b)**

With the completion of the acceptance conditions in the Contract (See 7.3) an invoice with net 30 days payment terms can be submitted for payment.

### **3. Validation 5 Complete (Phase 4b)**

With the completion of the acceptance conditions in the Contract (See 7.3) an invoice with 30 days terms can be submitted for payment.

### **4. Release 1.5 into Production**

The project team will mutually determine criteria for production readiness. Upon the first production deployment, as determined by ETF, of Release 1.5 such release shall be deemed accepted and an invoice with a payment term of 30 days can be submitted.

### **5. NEW\* Employer Sandbox ready for Testing with Employers**

The Employer Online Services (EOS) module and related LOB capabilities available to facilitate employer testing will be set out in three deliverables. The EOS functionality is for use as a 'sandbox' where employers can post their own test files and gain an early understanding of the functionality that will be available at go live ("Employer Sandbox"). This Employer Sandbox ready for Testing with Employers deliverable is to be invoiced upon meeting the following criteria in the phases noted:

- CRITERIA A: Meets functionality enumerated in #1-3 below:
  - Deliverables A.1 Payroll file
  - Deliverable A.2 Employment file
  - Deliverable A.3 Group Insurance file
- CRITERIA B: : Vitech has delivered the functionality specific to #2 below required for ETF to conduct testing and ETF has executed the mutually agreed test scripts [in ETF's environment]

- CRITERIA C: No Critical Defects that prevent ETF from deploying to the Employer Sandbox for employer use (by phase). The final deployment decision is solely ETF's. At ETF's discretion a Critical Issue can consist of a number of logged High Defects that together substantially impedes the "Ability to" meet the functionality in #2 a-i below.

For each of the three files set forth in deliverables A.1, A.2, and A.3 of Criteria A above, invoices for \$900,000, \$250,000 and \$250,000, respectively (prior to holdback), can be submitted upon the earlier of (i) meeting criteria A-C listed above for each such applicable deliverable; and (ii) deployment of the Employer Sandbox for the applicable file, each with net 30 days payment terms unless other arrangements are agreed to by both parties.

The functionality enumerated in #1-3 below will be completed and phased in as noted above prior to testing by Vitech and ETF. Testing in this context means the execution by ETF testers of test scripts that validate the functionality specific to #2 below. This is further defined in the applicable System Specifications (SDD). Vitech will provide draft test scripts for ETF review by July 15th 2016.

1. Each employer must have its own login and secure password, ability to only see its own data and access the system through SSL encryption
2. The following EOS functionality will be the basis of Employer Testing:
  - a. Data and functionality access rights need to represent employer security requirements
  - b. Ability to create an account in BAS and the ability to log in (both by the employer and ETF). ETF will use the State's IAM system for account set-up and to change passwords supported by V3 as necessary.
  - c. For each of the files set forth in deliverables A.1, A.2 and A.3 of Criteria A above, respectively, ability to upload the applicable file and produce work reports
  - d. For each of the files set forth in deliverables A.1, A.2 and A.3 of Criteria A above, respectively, ability to validate the applicable file and provide both errors and exceptions (reporting)
  - e. Ability to create work reports manually using EOS (for those employers who will not be submitting a file(s))
  - f. Ability to correct and revalidate identified errors or issues.
  - g. Ability to view and modify employee data in EOS.
  - h. Ability to submit work reports with processing, validations and error identification
  - i. Ability to provide employer accounting information including balances due for all funds
3. For each of the files set forth in deliverables A.1, A.2 and A.3 of Criteria A above, respectively, supporting training and documentation tied to the applicable employer on-boarding must be available in draft form. The specific deliverables expected prior to engaging employers in the Employer Sandbox will be defined in the Rollout 2 Training Plan.

The Employer Sandbox ready for testing with Employers deliverables include two incentive payments ("Sandbox Incentive Payments") as follows:

- Sandbox Incentive Payment 1: If (i) Vitech meets the criteria for deliverable A.1 by December 31, 2016, and (ii) there are no Critical Defects and no more than 35 open High Defects related to this deliverable A.1 (each of (i) and (ii), an "incentive criteria"), Vitech may invoice ETF for an additional \$500,000 incentive payment with net 30 days payment terms.
- Sandbox Incentive Payment 2: If (i) Vitech meets the criteria for deliverable A.3 by May 1, 2017, (ii) there are no Critical Defects and no more than 35 open High Defects related to this deliverable A.3, and (iii) there are no more than 50 cumulative open High Defects related to

deliverables A.1 and A.3, Vitech may invoice ETF for an additional \$250,000 incentive payment with net 30 days payment terms.

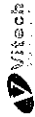
This \$750,000 in total of Sandbox Incentives Payments is previous hold back monies scheduled to be paid 5/21/18 if one or more incentive payments are not met, any remaining holdback will be paid as originally scheduled.

#### **6. R2 Rollout into Production (Phase 4b)**

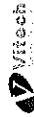
With ETF authorization of production deployment of Rollout 2an invoice for \$1,000,000 with net 30 days payment terms can be submitted for payment.

#### **7. Holdback Payment**

An invoice for 742,500 for the Rollout 2 Holdback can be submitted at the same time as the "3rd Functional Rollout into Production (Phase 4c)" milestone is approved.



ATTACHMENT B Vendor Payment Schedule													
Fixed Price Implementation Services and License Fee													
MANDATORY PROJECT ELEMENTS - IMPLEMENTATION SERVICES													
No.	Deliverable	Original Milestone Date	Original Year	Budget Date	Budget Year	Estimated Date	Proposed Year	%+	Cost	Retainage (15%)	Actual Payment	Cumulative Actual Payment	Cumulative Retainage
1	V3 Software License Fee	Mar-14	2014	Mar-14	2014	March 1, 2014	2014		\$2,500,000	\$0	\$2,500,000	\$2,500,000	\$0
2	1st Month Operations	Mar-14	2014	Mar-14	2014	March 31, 2014	2014		\$100,000	\$15,000	\$85,000	\$2,585,000	\$15,000
3	2nd Month Operations	Apr-14	2014	Apr-14	2014	April 30, 2014	2014		\$100,000	\$15,000	\$85,000	\$2,670,000	\$30,000
4	3rd Month Operations	May-14	2014	May-14	2014	May 31, 2014	2014		\$100,000	\$15,000	\$85,000	\$2,755,000	\$45,000
5	4th Month Operations*	Jun-14	2014	Jun-14	2014	June 30, 2014	2014		\$100,000	\$15,000	\$85,000	\$2,840,000	\$60,000
6	Work Plan (Phase 1)*	Jul-14	2014	Jul-14	2014	July 5, 2014	2014	5.0%	\$745,175	\$111,776	\$633,398	\$3,473,398	\$171,776
FY2014 Totals													
7	5th Month Operations	Jul-14	2014	Jul-14	2014	July 31, 2014	2014		\$100,000	\$15,000	\$85,000	\$3,558,398	\$186,776
8	Top-Level Requirements Delivered (Phase 2)	Jul-14	2014	Jul-14	2014	August 5, 2014	2014	5.0%	\$745,175	\$111,776	\$633,398	\$4,191,797	\$288,552
9	6th Month Operations	Aug-14	2014	Aug-14	2014	August 31, 2014	2014		\$100,000	\$15,000	\$85,000	\$4,276,797	\$313,552
10	7th Month Operations	Sep-14	2014	Sep-14	2014	September 30, 2014	2014		\$100,000	\$15,000	\$85,000	\$4,361,797	\$338,552
11	8th Month Operations	Oct-14	2014	Oct-14	2014	October 31, 2014	2014		\$100,000	\$15,000	\$85,000	\$4,446,797	\$363,552
12	9th Month Operations	Nov-14	2014	Nov-14	2014	November 30, 2014	2014		\$100,000	\$15,000	\$85,000	\$4,531,797	\$388,552
13	10th Month Operations	Dec-14	2014	Dec-14	2014	December 31, 2014	2014		\$100,000	\$15,000	\$85,000	\$4,616,797	\$413,552
14	11th Month Operations	Jan-15	2015	Jan-15	2015	January 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$4,701,797	\$438,552
15	Validation 1 Complete (Phase 4b)	Mar-15	2015	Mar-15	2015	February 1, 2015	2015	5.0%	\$745,175	\$111,776	\$633,398	\$5,335,195	\$500,329
16	12th Month Operations	Feb-15	2015	Feb-15	2015	February 28, 2015	2015		\$100,000	\$15,000	\$85,000	\$5,420,195	\$515,329
17	13th Month Operations	Mar-15	2015	Mar-15	2015	March 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$5,505,195	\$530,329
18	14th Month Operations	Apr-15	2015	Apr-15	2015	April 30, 2015	2015		\$100,000	\$15,000	\$85,000	\$5,590,195	\$545,329
19	1st Functional Rollout Into Production (Phase 4a)	Sep-15	2015	Sep-15	2015	May 7, 2015	2015	5.0%	\$743,175	\$111,776	\$633,398	\$6,223,593	\$557,105
20	15th Month Operations**	May-15	2015	May-15	2015	May 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$6,308,593	\$572,105
21	16th Month Operations**	Jun-15	2015	Jun-15	2015	June 30, 2015	2015		\$100,000	\$15,000	\$85,000	\$6,393,593	\$587,105
FY 2015 Totals													
22	Validation 2 Complete - Rollout 2 (Phase 4b)	Sep-15	2015	Sep-15	2015	July 1, 2015	2015	5.0%	\$745,175	\$111,776	\$633,398	\$7,026,992	\$738,881
23	1st Functional Rollout - 60 Day Acceptance (Phase 4a)	Dec-15	2015	Dec-15	2015	July 6, 2015	2015	5.0%	\$745,175	\$111,776	\$633,398	\$7,660,390	\$810,657
24	17th Month Operations	Jul-15	2015	Jul-15	2015	July 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$7,745,390	\$825,657
25	18th Month Operations	Aug-15	2015	Aug-15	2015	August 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$7,830,390	\$840,657
26	19th Month Operations	Sep-15	2015	Sep-15	2015	September 30, 2015	2015		\$100,000	\$15,000	\$85,000	\$7,915,390	\$855,657
27	Validation 3 Complete (Phase 4b)	Dec-15	2015	Dec-15	2015	October 1, 2015	2015	4.0%	\$596,140	\$89,421	\$506,719	\$8,422,109	\$1,045,078
28	20th Month Operations	Oct-15	2015	Oct-15	2015	October 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$8,507,109	\$1,060,078
29	21st Month Operations	Nov-15	2015	Nov-15	2015	November 30, 2015	2015		\$100,000	\$15,000	\$85,000	\$8,592,109	\$1,075,078
30	22nd Month Operations	Dec-15	2015	Dec-15	2015	December 31, 2015	2015		\$100,000	\$15,000	\$85,000	\$8,677,109	\$1,090,078
31	23rd Month Operations	Jan-16	2016	Jan-16	2016	January 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$8,762,109	\$1,105,078
32	24th Month Operations	Feb-16	2016	Feb-16	2016	February 29, 2016	2016		\$100,000	\$15,000	\$85,000	\$8,847,109	\$1,120,078
33	25th Month Operations	Mar-16	2016	Mar-16	2016	March 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$8,932,109	\$1,135,078
34	26th Month Operations	Apr-16	2016	Apr-16	2016	April 30, 2016	2016		\$100,000	\$15,000	\$85,000	\$9,017,109	\$1,150,078
COPI-Updated Detailed Project Plan											\$425,000	\$9,357,109	
COPI-Validation 4 Complete (Phase 4b)											\$552,500	\$9,909,609	
37	27th Month Operations***	May-16	2016	May-16	2016	May 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$10,075,609	\$1,165,078
38	28th Month Operations***	Jun-16	2016	Jun-16	2016	June 30, 2016	2016		\$100,000	\$15,000	\$85,000	\$10,160,609	\$1,180,078
FY 2016 Total											\$3,286,489	\$3,771,015	
39	29th Month Operations	Jul-16	2016	Jul-16	2016	July 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$10,245,609	\$1,195,078
COPI-Release 1.5 Into Production											\$637,500	\$11,057,109	
41	30th Month Operations	Aug-16	2016	Aug-16	2016	August 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$11,334,609	\$1,210,078
42	31st Month Operations	Sep-16	2016	Sep-16	2016	September 30, 2016	2016		\$100,000	\$15,000	\$85,000	\$11,419,609	\$1,225,078
COPI-Validation 5 Complete (Phase 4b)											\$552,500	\$11,809,609	
44	32nd Month Operations	Oct-16	2016	Oct-16	2016	October 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$11,894,609	\$1,240,078
45	33rd Month Operations	Nov-16	2016	Nov-16	2016	November 30, 2016	2016		\$100,000	\$15,000	\$85,000	\$11,979,609	\$1,255,078
46	34th Month Operations	Dec-16	2016	Dec-16	2016	December 31, 2016	2016		\$100,000	\$15,000	\$85,000	\$12,064,609	\$1,270,078
COPI-Employer Functionality ETF Testing Complete - A.1											\$765,000	\$12,829,609	
COPI-Employer Functionality ETF Testing Complete - Early Release											\$500,000	\$13,129,609	
49	35th Month Operations	Jan-17	2017	Jan-17	2017	January 31, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,214,609	\$1,285,078
50	36th Month Operations	Feb-17	2017	Feb-17	2017	February 28, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,299,609	\$1,300,078
COPI-Employer Functionality ETF Testing Complete - A.2											\$212,500	\$13,512,109	
52	37th Month Operations	Mar-17	2017	Mar-17	2017	February 5, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,684,609	\$1,315,078
53	38th Month Operations	Apr-17	2017	Apr-17	2017	April 30, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,769,609	\$1,330,078



ATTACHMENT B Vendor Payment Schedule Fixed Price Implementation Services and License Fee													
MANDATORY PROJECT ELEMENTS - IMPLEMENTATION SERVICES													
No.	Deliverable	Original Milestone Date	Original Year	Budget Date	Budget Year	Estimated Date	Proposed Year	%	Cost	Retainage (15%)	Actual Payment	Cumulative Actual Payment	Cumulative Retainage
54	38th Month Operations	May-17	2017	May-17	2017	May 31, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,054,609	\$1,345,078
	CO#1-Employer Functionality ETF Testing Complete - A.3	May-17	2017	May-17	2017	May 1, 2017	2017				\$212,500	\$13,267,109	\$1,345,078
57	CO#1-Employer Functionality ETF Testing Complete - Early Release	May-17	2017	May-17	2017	May 1, 2017	2017				\$250,000	\$13,504,609	\$1,345,078
57	Validation & Complete (Phase 4c)	May-16	2016	May-16	2016	June 30, 2017	2017	4.0%	\$596,140	\$89,421	\$506,719	\$13,561,327	\$1,434,489
58	40th Month Operations***	Jun-17	2017	Jun-17	2017	June 30, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,646,327	\$1,449,489
	FY 2017 Total								\$1,796,140	\$269,421	\$4,656,719		
59	41st Month Operations	Jul-17	2017	Jul-17	2017	July 31, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,731,327	\$1,464,489
60	42nd Month Operations	Aug-17	2017	Aug-17	2017	August 31, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,816,327	\$1,479,489
61	43rd Month Operations	Sep-17	2017	Sep-17	2017	September 30, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,901,327	\$1,494,489
62	44th Month Operations	Oct-17	2017	Oct-17	2017	October 31, 2017	2017		\$100,000	\$15,000	\$85,000	\$13,986,327	\$1,509,489
63	Validation 7 Complete (Phase 4c)	Dec-16	2016	Nov-17	2017	November 20, 2017	2017	4.0%	\$596,140	\$89,421	\$506,719	\$14,493,046	\$1,558,920
64	45th Month Operations	Nov-17	2017	Nov-17	2017	November 30, 2017	2017		\$100,000	\$15,000	\$85,000	\$14,578,046	\$1,613,920
65	46th Month Operations	Dec-17	2017	Dec-17	2017	December 31, 2017	2017		\$100,000	\$15,000	\$85,000	\$14,663,046	\$1,628,920
66	2nd Functional Rollout into Production (Phase 4b)	Aug-16	2016	Dec-16	2016	December 31, 2017	2017	10.0%	\$1,480,349	\$223,552	\$1,256,797	\$15,298,843	\$1,852,472
	CO#1-R2 Production					December 31, 2017	2017				\$850,000	\$16,178,843	\$1,852,472
68	47th Month Operations	Jan-18	2018	Jan-18	2018	January 31, 2018	2018		\$100,000	\$15,000	\$85,000	\$16,263,843	\$1,867,472
69	48th Month Operations	Feb-18	2018	Feb-18	2018	February 28, 2018	2018		\$100,000	\$15,000	\$85,000	\$16,348,843	\$1,882,472
70	2nd Functional Rollout - 60 Day Acceptance (Phase 4b)	Oct-16	2016	Mar-17	2017	March 1, 2018	2018	4.0%	\$596,140	\$89,421	\$506,719	\$16,906,561	\$1,971,893
71	Validation & Complete (Phase 4c)	Jun-17	2017	Oct-17	2017	April 30, 2018	2018	4.0%	\$596,140	\$89,421	\$506,719	\$17,456,780	\$2,061,314
	FY 2018 Total								\$4,076,768	\$611,815	\$4,316,953		
	FY 2019 Total								\$0	\$0	\$0		
72	3rd Functional Rollout into Production (Phase 4c)	May-18	2018	09/01/2018	2018	June 30, 2019	2019	25.0%	\$2,726,873	\$558,881	\$3,166,992	\$21,022,772	\$2,620,195
	Change Order #1 Release of Holdback					June 30, 2019	2019				\$742,500	\$17,448,061	\$1,971,893
74	Release of 1st Functional Rollout Holdback	May-18	2018	09/01/2018	2018	June 30, 2019	2019		\$0		\$1,477,752	\$22,500,553	\$2,620,195
	CO#1-Employer Functionality ETF Testing Complete - Early Release of Holdback Funds					June 30, 2019	2019				\$750,000	\$21,750,553	\$2,620,195
	FY 2020 Total								\$3,725,873	\$558,881	\$4,637,253		
76	3rd Functional Rollout - 60 Day Acceptance (Phase 4c)	Jul-18	2018	12/01/2018	2018	September 3, 2019	2019	10.0%	\$1,480,349	\$223,552	\$1,256,797	\$23,767,330	\$2,943,747
77	Application Warranty	Jul-19	2019	11/01/2019	2019	September 2, 2020	2020	2.5%	\$372,587	\$55,888	\$316,699	\$24,084,029	\$2,899,636
78	Application Warranty - PIRs completed	Sep-16	2016	01/01/2020	2020	November 6, 2020	2020	2.5%	\$372,587	\$55,888	\$316,699	\$24,400,728	\$2,965,524
79	Release of 2nd Functional Rollout Holdback	Sep-19	2019	01/01/2020	2020	November 6, 2020	2020		\$0		\$1,477,752	\$25,878,480	
	FY 2021 Total							100.0%	\$2,203,490	\$335,329	\$3,377,957		
Sub Total									\$ 22,203,490	\$ 2,955,524	\$ 27,153,490		\$ 4,959,000
(Checksum)									\$ 22,203,490	\$ 2,955,524	\$ 27,153,490		
MANDATORY PROJECT ELEMENTS - OTHER FEES													
No.	Deliverable					Est Date		%	Cost	No Retainage	Payment		
80	Initial 3rd Party Software Licenses					Jun-15			TBD	\$0	TBD		
81	Initial 3rd Party Software Support					Jun-16			TBD	\$0	TBD		
82	3rd Party Hardware & Software - Year 2 Support					Jun-17			TBD	\$0	TBD		
83	3rd Party Hardware & Software - Year 3 Support					Jun-18			TBD	\$0	TBD		
84	3rd Party Hardware & Software - Year 4 Support					Jun-19			TBD	\$0	TBD		
85	3rd Party Hardware & Software - Year 5 Support					Jun-20			TBD	\$0	TBD		
Sub Total									\$ -	\$ -	\$ -		

## Notes:

\* Invoiced 7/1/2014

\*\* Invoiced 7/1/2015

\*\*\* Invoiced 7/1/2016

\*\*\*\* Invoiced 7/1/2017

† All items with an entry in this field require a Certificate of Acceptance prior to payment.